

Taylor, Morell & Gitomer

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September 30, 1993

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3-273A007

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SEP 30 1993 - 9 40 AM
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

SEP 30 9 34 AM '93

RECEIVED
OFFICE OF THE
SECRETARY

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed an original and three certified copies of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document is a Bill of Sale, dated as of September 22, 1993, and the second document is an Assignment and Assumption Agreement, also dated as of September 22, 1993. Both are secondary documents. The primary documents to which these documents are connected are recorded under Recordation Nos. 8265 and 8397. We request that the Bill of Sale be recorded under Recordation Nos. 8265-L and 8397-A, and that the Assignment and Assumption Agreement be recorded under Recordation Nos. 8265-M and 8397-B.

The name and address of the party to the Bill of Sale is as follows:

Westinghouse Leasing Corporation
1 Oxford Centre
9th Floor
Pittsburgh, PA 15219

The names and addresses of the parties to the Assignment and Assumption Agreement are as follows:

Seller:

Westinghouse Leasing Corporation
1 Oxford Centre
9th Floor
Pittsburgh, PA 15219

Charles J. Taylor
David McDonald

Honorable Sidney L. Strickland, Jr.
September 30, 1993
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Purchaser:

LPCA Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

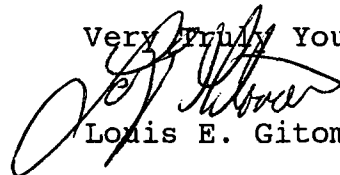
A description of the equipment covered by both documents consists of three 90-ton flat cars numbered CR 766002-766004, inclusive (formerly EL 7100-7102) and three 125-ton flat cars numbered CR 766076-766078, inclusive (formerly EL 7600-7602).

A fee of \$64.00 is enclosed. Please return both originals and two certified copies to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the documents to appear in the index follows: (1) a Bill of Sale, dated as of September 22, 1993, by Westinghouse Leasing Corporation, 1 Oxford Centre, 9th Floor Pittsburgh, PA 15219 covering three 90-ton flat cars numbered CR 766002-766004, inclusive (formerly EL 7100-7102) and three 125-ton flat cars numbered CR 766076-766078, inclusive (formerly EL 7600-7602); and (2) an Assignment and Assumption Agreement, dated as of September 22, 1993, between Westinghouse Leasing Corporation, 1 Oxford Centre, 9th Floor, Pittsburgh, PA 15219 and LPCA Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111 covering three 90-ton flat cars numbered CR 766002-766004, inclusive (formerly EL 7100-7102) and three 125-ton flat cars numbered CR 766076-766078, inclusive (formerly EL 7600-7602).

Very Truly Yours,



Louis E. Gitomer

Interstate Commerce Commission
Washington, D.C. 20423

9/30/93

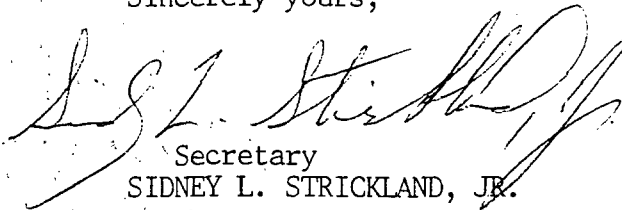
OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 9/30 / 93 at 9:40am, and assigned
recordation number(s). 8265-L 8265-M 8397-A & 8397-B

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/14/94

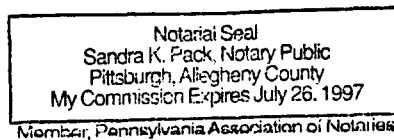
SEP 30 1993 - 9 40 AM

State of

Pennsylvania)
County of *Allegheny*)

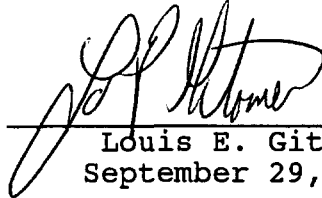
On *September 21, 1993* before me, *Sandra K. Pack*, Notary Public, personally appeared *James H. McCreary*, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Sandra K. Pack
Notary Public

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated as of September 22, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 29, 1993